

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, California 94105
(415) 541-0500

Salt Lake City
50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

October 12, 2004

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 25237-B FILED

OCT 12 '04 12:37 PM

SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2004-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of the Lease Supplement No. 1 (BNSF 2004-G), dated as of October 13, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*") and CFT Investments 5 LLC, as lessor (the "*Lessor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2004-G), dated as of October 13, 2004, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: CFT Investments 5 LLC
c/o GE Transportation Finance, Inc.
Aviation House
Shannon, Co. Clare
Ireland
Attention: Operations Manager - Transportation

1759468.01.01.B
1586684

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of 40 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5055 through BNSF 5062, inclusive; BNSF 5064; BNSF 5065; BNSF 5500 through BNSF 5529, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. 1 (BNSF 2004-G) between CFT Investments 5 LLC, as Lessor, as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2977).

Sincerely,

CHAPMAN AND CUTLER LLP

By August J. Francis
August J. Francis

AJF:mg
Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 5055 through BNSF 5062, inclusive; BNSF 5064; BNSF 5065; BNSF 5500 through BNSF 5529, inclusive

RECORDATION NO.

25237-B
FILED

MEMORANDUM OF LEASE SUPPLEMENT NO. OCT 12 '04 12:37 PM
(BNSF 2004-G)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement No. 1, made and entered into as of October 13, 2004, by and between CFT Investments 5 LLC, a Delaware limited liability company, as Lessor ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-G), dated as of October 1, 2004 (the "Lease Agreement"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2004-G), dated October 13, 2004, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

CFT INVESTMENTS 5 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,
INC., its Member

By: T. Rodney Simons
Name: T. RODNEY SIMONS
Title: ATTORNEY-IN-FACT

Executed on this 7th day of October, 2004.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By: _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of October, 2004.

1759468.01.01
1586684

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2004-G)**

Memorandum of Lease Supplement No. 1, made and entered into as of October 13, 2004, by and between CFT Investments 5 LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

W I T N E S S E T H :

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-G), dated as of October 1, 2004 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2004-G), dated October 13, 2004, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

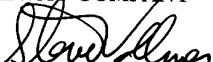
CFT INVESTMENTS 5 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,
INC., its Member

By _____
Name:
Title:

Executed on this ____ day of October, 2004.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By 
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 12th day of October, 2004.

State of Connecticut

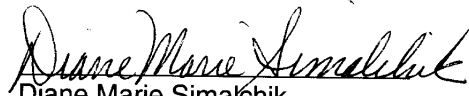
ss. (Stamford)

County of Fairfield

On this 7th day of October 2004, before me, Diane Marie Simalchik, the undersigned officer, personally appeared T. Rodney Sirmons, who acknowledged himself to be an Attorney-in-Fact of General Electric Capital Services, Inc., who is the Member of CFT Investments 5 LLC, and that he as Attorney-in-Fact, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Attorney-in-Fact.

In witness whereof I hereunto set my hand.

DIANE MARIE SIMALCHIK
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2005


Diane Marie Simalchik
Notary Public

My Commission Expires:
November 30, 2005

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of CFT INVESTMENTS 5 LLC, that said instrument was signed on October ____, 2004 on behalf of said company by authority of its member, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 12th day of October, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on October 12, 2004, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Leslie H. Flores

Name:
Notary Public
My Commission Expires:
Residing in 04/27/2007

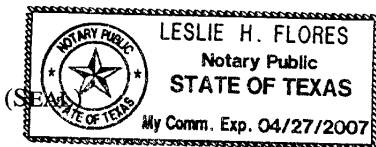


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 5055 through BNSF 5062, inclusive; BNSF 5064; BNSF 5065; BNSF 5500 through BNSF 5529, inclusive